

**BYLAWS
OF
AMERICAN COLLEGE OF PODIATRIC MEDICINE**

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Article I

NAME

The name of the corporation shall be the AMERICAN COLLEGE OF PODIATRIC MEDICINE, INC. (hereinafter designated as the "College" or "ACPM").

Article II

MISSION; PURPOSE; DEDICATION OF ASSETS

1. Mission. ACPM will enhance and advocate for the practice of podiatric medicine by providing innovative education and promoting podiatric physicians in public health and welfare.
2. General Purpose. The purposes of the College are, generally, to promote the welfare and interests of those engaged in the field of podiatric orthopedics and medicine, including, but not limited to:
 - a. Advancing the standards of practice and the quality of services of all podiatrists who devote their professional efforts to the podiatric orthopedics, biomechanics and medical management of lower extremity problems;
 - b. Providing opportunities for dialogue, education, advancement and improvement of all aspects of the profession for specialists in podiatric orthopedics, biomechanics and medicine;
 - c. Promoting information and understanding, to the public, to other podiatrists and to other medical professions, of the valuable services rendered by the application of podiatric orthopedic and medical principles to lower extremity problems;
 - d. Articulating and advocating the needs and interests of podiatrists in the specialty before legislative and regulatory organizations at the local, state and national levels;
 - e. Cooperating on behalf of specialists in the profession with suppliers, distributors, dealers, insurers, patients and others interested or related, and through their associations in matters involving the profession;
 - f. Promulgating policies and conducting activities for the betterment of podiatrists practicing in the specialty field.
3. Specific Purpose. This corporation has been formed under the General Not for Profit Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.
4. Dedication of Assets. The property of this corporation is irrevocably dedicated to professional and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any individual. Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund,

foundation, or corporation that is organized and operated exclusively for professional and educational purposes and that has established its tax-exempt status under Section 501(c)(6) at the Internal Revenue Code. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (ii) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code, of 1954 (or the corresponding provision of any future United States internal revenue law).

Article III OFFICES

The College shall have and maintain a registered office and a registered agent, as required by law, and may have such other offices as the College may from time to time determine.

The principal office of ACPM shall be in the State of **Illinois** or at such place as the Board of Directors may, from time to time, designate. ACPM may have such other offices as may be designated by the Board of Directors.

Article IV MEMBERSHIP

1. General Requirements for Membership.

Each applicant for admission as a Fellow or Member shall meet one of the two sets of requirements below:

- a. Podiatrist - For the purpose of recognition of membership, a podiatrist is defined as a graduate of a Council for Podiatric Medical Education (CPME) approved college of podiatric medicine. Any other person, regardless of a degree or title granted by any non-CPME approved college, or of licensure or national statute will be recognized as a foot and ankle specialist. In addition, a podiatrist member shall:
 - A. Hold a valid, current license to practice podiatric medicine; and
 - B. Agree to conduct himself/herself in accordance with the requirements of the Code of Ethics of the APMA.
- b. Foot and Ankle Specialist - A foot and ankle specialist is defined as a graduate of either a domestic or equivalent foreign professional school or college, as determined by the Board of Directors, which is not accredited by CPME. In addition, a foot and ankle specialist shall:
 - A. Hold a valid, current license to practice some or all phases of lower extremity medicine, as determined by the Board of Directors; and
 - B. Agree to conduct him/herself in accordance with the requirements with the Code of Ethics of the APMA or with a code of ethics which is similar to that code, as determined by the Board of Directors

2. Membership Categories and Qualifications.

The Board of Directors may, upon its own motion, review the qualifications of any member or applicant for membership and may reclassify any member who it determines not to be in the proper category. The membership categories and the rights and privileges of members in those categories shall be as follows:

- a. Fellow. Fellow status may be conferred upon those with Board Certification in a podiatry related field. Fellows shall pay dues as determined by the Board of Directors and shall be entitled to all the rights and privileges of the College, including the right to vote and hold office.
- b. Member. Any active member who does not have board certification status and for international members not board certified in a podiatry-related field. This member type is not entitled to publicize, advertise or broadcast their member type as Fellow (i.e. FACPM) nor vote or hold elective office.
- c. Senior Member. Senior membership may be conferred upon those Fellow members who have been granted Senior Member status as defined by the APMA, or as determined by the Board of Directors. Senior members shall pay one-half of the annual dues for Fellows and are entitled to all the rights and privileges of the College including the right to vote and are eligible to hold elective office.
- d. Life Member. Life membership may be granted to those Fellows who have been granted Life Membership as defined by the APMA and who have been ACPM members for a minimum of ten (10) years, or as determined by the Board of Directors. Life Members are exempt from paying dues and are entitled to all the rights and privileges of the College, except a subscription to the College's journal if one were to exist. They are granted the right to vote but are not eligible to hold elective office.
- e. Student Member. Student membership may be conferred upon students enrolled in colleges of podiatric medicine accredited by the CPME or in a recognized, equivalent foreign college of podiatry as recognized by the Board of Directors. Student members may pay dues as determined by the Board of Directors, and may be entitled to the rights and privileges of the College except a subscription to the College's journal if one were to exist and that they shall not be entitled to vote or hold elective office. Student membership status shall terminate upon graduation from the college of podiatric medicine.
- f. Trainee Member. Trainee membership (including residents and fellowships) may be conferred upon those currently enrolled in podiatric residency and fellowship programs. Membership status in this category shall terminate when the member leaves the training program. These members may pay dues as determined by the Board of Directors and shall be entitled to all the rights and privileges of the College except a subscription to the College's journal if one were to exist and that they shall not be entitled to vote or hold elective office unless and until the membership is converted to Fellow status.
- g. Honorary Member. Honorary membership may be granted to an individual who has made an outstanding contribution to the advancement of the art and science of podiatric orthopedics and primary podiatric medicine or who has performed a distinguished service for the College. Honorary members may be recommended by the President, by the Board of Directors, by any Fellow member in good standing or by the membership. Honorary members are elected by a two-thirds (2/3) affirmative vote of the Board of Directors. Honorary members shall be granted such rights and privileges as are determined by the Board of Directors, but they shall not be entitled

to vote or to hold elective office, nor shall they be obligated to pay dues. Members in this class of membership need not fulfill the requirements in Section 1 of this Article.

- h. Special Status Member. Special status membership may be conferred upon Fellows and Associates who have been granted Special Status as defined by the APMA or who have been granted a waiver of payment of dues by the ACPM Board of Directors because payment of dues would constitute a hardship. Special status members shall not be entitled to vote or hold elective office, nor shall they receive a subscription to the College's journal if one were to exist. Entitlement to special status shall be confirmed annually.
 - i. By majority vote of the Board, a new member type can be created at their discretion and recommendation at any time.
- 3. Certificates: The Board of Directors shall issue certificates attesting to the current status of admission to the College.
- 4. Resignation. Any member may resign by filing a written resignation with the Board of Directors or with the principal office of the College; however, resignation does not relieve a member from liability for dues or obligations accrued and unpaid as of the date of the resignation or entitle a member to a refund of dues or assessments previously paid.
- 5. Termination of Membership: Membership in the College may be terminated for cause. Violation of these Bylaws or any rule, or policy of the College as specified in the Policy Manual shall be cause for termination.
- 6. Application for Reinstatement: The Board of Directors has the responsibility to determine when, or if, evidence is sufficient to warrant reinstatement of a Fellow as per the guidelines set forth in the Policy Manual.
- 7. Designation of Membership. If a member advertises that he/she is a member of ACPM, the category of membership must be identified: "Member, American College of Podiatric Medicine" or "or "Fellow, American College of Podiatric Medicine (FACPM)." Only Fellows may add initials attesting to their status within the College after the DPM degree. No initials are permitted other than FACPM, and this designation applies to Fellows only.
- 8. Expulsion. The Board of Directors may, by a three fourths (3/4) majority vote, terminate the membership of a Member which it shall find has engaged in conduct so detrimental to the interests of the College that it would be in the best interest of the College to terminate the membership of such Member or for any other adequate reason which it shall, in its sole discretion, determine to be adequate. Failure to pay dues or to continue to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member or deliberation by the Board. Any member proposed for expulsion for another reason shall be given at least thirty (30) days advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision. A member may challenge this decision in writing within 30 days. An ad hoc committee of three persons, who are not on the Board of Directors, to be assigned by the board will review the appeal and make their recommendation to the board. If they uphold the board's decision, the decision will be

final. If their recommendation contradicts the prior board decision, the board may reconsider the matter. The cost of this appeal will be incurred by the member if the member loses the appeal, with the details to be worked out by the board.

Article V

DUES, FEES, AND ASSESSMENTS

1. Dues and Assessments. Annual dues and/or any special assessments shall be determined by the Board of Directors. A member is delinquent if dues and/or assessments are not paid by the date indicated on the statement. ACPM staff shall notify a delinquent member of the arrears; the member will be dropped from membership if the dues or assessment, together with any penalty for late payment as determined by the Board of Directors, are not paid in full within sixty (60) days of the date of notice of delinquency. A dropped member shall forfeit all rights and privileges relating to membership in the College, shall forfeit his/her right to advertise membership and/or use the designations associated with membership, and shall return his/her membership certificate.

Article VI

MEETING OF MEMBERS

1. Annual Meeting. There shall be an annual meeting of members at such time and in such place as the annual meeting of the Board of Directors of the corporation for the purpose of receiving annual reports and for the transaction of business. Notice of such meeting shall be communicated to each member at least thirty (30) days before the time appointed for the meeting. The annual meeting of the members shall be held at such date and time as shall be determined by the Board of Directors. Notice of any new business to be brought before the annual meeting shall be submitted to the Secretary and President at least twenty-one (21) days before the date of the annual meeting. The order of business for a meeting shall be determined in advance by the President.
2. Purpose: The purpose of the annual meeting of the members is to:
 - a. receive reports from the Board of Directors on the activities of the College;
 - b. provide members an opportunity to express their opinions on matters affecting the College
3. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors or on the written request of one-fifth (1/5) or more of the members having voting rights within the College. Notice of any special meeting shall be mailed to each member at least ten (10) days in advance with a statement of the time and place and with information as to the subject or subjects to be considered. Special meetings of the members may be called by the President or the Board of Directors. Special meetings shall be held at such date, time and place as shall be determined by the Board of Directors.
4. Quorum. Ten (10) members in good standing having voting rights within the College shall constitute a quorum for the conduct of business at any duly called general membership meeting.
5. Proxies. At any meeting of members, a member entitled to vote may vote in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be for more than sixty (60) days after the date of execution unless otherwise provided in the proxy. Proxies must be registered with the Secretary and may

specify the vote of the absent member or designate a specific member present at the meeting to vote according to the present member's own judgment on any matter or action at said meetings.

6. Mail or Electronic Ballots. Issues to be brought to the members may be acted upon by mail or electronic ballot. Action on any mail ballot, except as specified herein, will require that the Secretary or Executive Director receive, within thirty-five (35) calendar days after the date of mailing, signed ballots that are marked to indicate approval of the proposed action from such number of members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.
7. Notice of Meetings; Place of Meeting: Notice of the date, time and place of any annual or special meeting shall be delivered not less than sixty (60) days before the date of the meeting, to each member entitled to vote at such meeting. The notice shall be given either personally; by electronic transmission by the College; by first-class, registered or certified mail; or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the College or at the address given by the member to the corporation for purposes of notice. The College may authorize Members who are not present in person to participate by electronic transmission or electronic video communication, pursuant to Section 5 of Article VI of these Bylaws.
8. Meetings by Electronic Transmission or Electronic Video Screen Communication.
 - a. "Electronic transmission by the College" means a communication delivered by:
 - i. facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that member on record with the College,
 - ii. posting on an electronic message board or network which the College has designated for those communications, together with a separate notice to the member of the posting, or
 - iii. other means of electronic communication; providing that
 1. such member has provided an unrevoked consent to the use of those means of transmission to conduct a meeting of members, and
 2. such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. Any request by the College for such consent shall include a notice that absent such consent of the member, the meeting of members shall be held at a physical location. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the College, or by electronic video screen communication, if the requirements of this are satisfied:
 - b. The College implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

- c. If any member votes or takes other action at the meeting by means of electronic transmission to the College or electronic video screen communication, a record of that vote or action is maintained by the College.
9. Resolutions and Motions: Eligible voting members may make a motion for “New Business” and submit a resolution in writing through College Headquarters to the Executive Director and President, at least thirty (30) days prior to the meeting.
10. Quorum. Ten (10) members in good standing having voting rights within the College shall constitute a quorum for the conduct of business at any duly called general membership meeting including virtual attendance.
11. Voting: On any matter to be voted upon at any meeting of members, each member with voting rights shall be entitled to one (1) vote. Adoption of any motion shall be by a simple majority of the voting members, provided that a quorum is attained.
12. Mail or Electronic Ballots: Any business can be approved by mail or electronic ballot. Approval shall be granted upon a simple majority of the ballots received, provided a quorum is attained, except where otherwise provided by law, the articles of incorporation of the College, or these Bylaws, by the date specified on the ballot.

Article VII

BOARD OF DIRECTORS

1. Authority. The Board of Directors shall have authority and responsibility for the supervision, control, and direction of the affairs of ACPM, shall determine its policies or changes thereto within the limits of the bylaws and Articles of Incorporation, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents and delegate such authority as it may consider necessary and advisable to fulfill the purposes of the corporation. The Board of Directors shall have the power to withhold, withdraw, or suspend membership status or to apply appropriate disciplinary measures to members whose conduct is in violation of professional ethics as determined by the Board, subject to the provisions of Article II of these bylaws.
2. Composition The Officers of the College shall be a Past President, President, Vice President/President Elect, Secretary and Treasurer. The Officers shall be assigned duties of the Board by the President with the concurrence of a majority of the Executive Committee.
 - a. President. An individual must have served not less than one year on the Executive Committee prior to ascending to the office of President, except in cases where no one has served two years. The President shall, subject to the Board of Directors, have general supervision, direction, and control of the College and of the Officers of the College. The President shall be ex-officio to all committees both standing and ad hoc. The President shall preside at meetings of the Board of Directors and general membership. The President shall hold no outside positions that may give a perception of a conflict of interest in regards to ACPM. The President shall have the general powers and duties of management usually vested in the office and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws. In Board proceedings, the President may vote only to break a tie.

- b. Vice President/President Elect. An individual must have served not less than one year on the Executive Committee, prior to ascending to the office of Vice President/President Elect, except in cases where no one has served one year. The Vice President/President Elect shall preside at meetings of the Board of Directors or the general membership when the President is absent. The Vice President/President Elect shall perform other duties as may be prescribed by the Board of Directors or these bylaws. Before automatically assuming the presidency, the President Elect shall be nominated for the presidency and voted on by the board in the manner described elsewhere in these Bylaws regarding the process of voting for officers.
- c. Secretary. The Secretary shall keep, or cause to be kept, at the principle office of the College or at such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present and the proceedings. The Secretary shall have such other duties as may be prescribed by the Board of Directors or these bylaws.
- d. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the College, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and investments. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall direct the deposit of all monies and other valuables in the name and to the credit of the College with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the College as may be ordered by the Board of Directors, shall render to the President and to the Directors, upon request, an account of all transactions on behalf of the College and of the financial condition of the College.
- e. Past President. The immediate Past President shall act as an advisor to the President, chair the Nominating Committee and perform other duties as may be prescribed by the Board of Directors or by these bylaws. In Board proceedings, the Past President may only vote to break a tie in a situation where the President abstains from voting or must recuse him or herself due to a potential conflict of interest regarding the matter being voted. If the immediate Past President shall be unable or unwilling to fulfill the duties of this office, then the most immediate Past President able and willing to serve shall serve in the role of Past President or, at the discretion of the Board of Directors, this office may be left vacant, and the President or Board may appoint other persons to fulfill various duties such as chairing the Nominating Committee.
- f. Executive Director: The administrative duties and day-to-day operation of the Board shall be delegated to a staff head or firm employed or appointed by the Board of Directors. The Executive Director shall be responsible to the Board of Directors and shall act in accord with these Bylaws and the Policy Manual.

3. Elections. The Officers, except the Past President, shall be elected by the Board of Directors, from among the members of the Board, at the first meeting subsequent to the annual election of Directors. Officers shall serve for a term of one year or until their successors are elected and qualified. No person may serve more than two terms in the same office. The President shall automatically ascend to the Past President position, and all new officers shall assume their roles immediately following their election.

The existing Board of Directors will conduct a vote for each Executive Committee position separately in order of President, then Vice President, then Treasurer, then Secretary, and will announce the results to the Board following the vote on each position. The Nominating Committee shall cause a call for nominations for Directors to be submitted to the members and shall develop a slate of nominees to be presented to the Board of Directors no later than sixty (45) days prior to the annual vote. A ballot containing the names of the nominees shall be sent to the membership no later than thirty (30) days prior to the vote. Those nominees receiving the highest number of votes to fill available Board of Director positions shall be declared as new Directors. In the event of a tie vote, the existing Board of Directors shall elect, by majority vote, the new Director from among those tied with an equal number of votes.
4. Tenure. Directors shall serve for a term of three (3) years each, until their successors are elected and qualify, or until their death, disability, resignation or removal prior to the expiration of their term. Their election will be arranged so that two (2) Directors shall retire from their positions each year, except that every third year, three (3) Directors shall retire. No Director shall be elected to more than three (3) consecutive terms or serve more than twelve (12) consecutive years on the Board. The chair of the Councils appointed to the Board of Directors, ex official, with vote, shall serve on the Board of Directors for the term of the chairmanship. With the majority vote of the Board of Directors, this can be modified at any time on a case-by-case basis, per the Policy Manual.
5. Vacancies. Between regular elections, the President shall appoint, with ratification of the Board, a Fellow to fill any vacancy on the Board of Directors except for a chair of a Council. Such appointment shall be for the duration of the remaining term of the departing Director and, if for less than two years, will not count toward published term limitations.
6. Regular Meetings. The Board of Directors shall meet annually at the time and place of the annual meeting of the College. Additional meetings may be called by the President acting alone or shall be called by the President if requested by a majority of the members of the Board. Notice of any additional meetings shall be given to all members of the Board at least fourteen (14) days in advance of the meeting. A majority of the board at a meeting where a quorum is present may waive this notice requirement.
7. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Proxy voting is not permitted.
8. Removal from Office. Director(s) may be removed by the affirmative vote of two-thirds (2/3) of the eligible voting Fellows. Notice of such action shall be delivered to all eligible voting Fellows. Such removal shall be without prejudice to the contract rights, if any, of the Director(s) removed. The Board of Directors shall have the power and authority to remove a Director and declare his or her office vacant if he or she is unable to carry out the duties required of Director due to medical or mental incapacitation. The vote to remove a Director must be unanimous by the remaining Directors on the Board of Directors. A Director may be removed from office in any of the following manners:

- a. Removal by Members. A Director may be removed with cause by a two thirds (2/3) vote of the members present and voting at a duly called meeting at which a quorum is present, provided notice shall have been given to the members in advance regarding the inclusion of this item of business on the agenda of the meeting naming the person in question.
 - b. Notice. No Director shall be removed by the members unless the Director to be removed shall have been given at least thirty (30) days prior written notice of the date of the meeting at which such removal shall be considered, and the Director shall have the opportunity to appear before the Membership, in person or by teleconference, to contest the removal.
 - c. Absence from Meetings. Any Director failing to attend required meetings in compliance with the policies and procedures within the Policy Manual, his or her resignation shall be deemed to have tendered and may be accepted by the Board of Directors.
- 9. Resignation: Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; the acceptance of such resignation shall not be necessary to make it effective.
- 10. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by majority vote of the Board of Directors. Each Director appointed to fill a vacancy shall hold office for the unexpired term of their predecessor in office.
- 11. Teleconferencing. Meetings of the Board of Directors may be conducted, and votes may be taken, with any or all Directors participating by means of a telephone or virtual conference call, provided that each Director is given notice of the scheduled date and time of such conference call at least three (3) days prior thereto.
- 12. Compensation. The salaries of officers, if any, shall be fixed from time to time by resolution of the Board of Directors or Committee to whom the Board of Directors has delegated this function, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director. In all cases, any salaries received by officers shall be reasonable and given in return for services rendered for the corporation which relate to the performance of the public benefit purposes of the corporation. No salaried officer serving as a Director shall be permitted to vote on his or her own compensation as an officer. The Board of Directors shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified.

Article VIII COMMITTEES

The Board of Directors or the President may create such committees as deemed necessary for the conduct of the business of the College. Each committee shall consist of not less than one (1) Director and one (1) other member of the College who may or may not be a Director. Committee members and chairs shall be appointed by the President. The Board may, in its sole discretion and consistent with these bylaws, designate responsibility and authority to the committees.

- 1. Standing Committees. These current standing committee can be modified by majority vote of the Board of Directors at any time and include: Executive Committee, Finance

Committee, Education Committee, Marketing Committee, Membership Committee, Nominating Committee and Diversity, Equity and Inclusion Committee.

- a. Executive Committee. The Executive Committee shall consist of the President, who shall serve as Chair, Vice President/President Elect, Secretary, Treasurer and Past President. The Executive Committee shall be responsible for administrative matters, credentialing, bylaws and other such functions as may be assigned by the President. The Executive Committee is empowered to conduct the affairs of the College when authority is designated to it by the Board or when it is not feasible to convene a meeting of the Board of Directors, in which case its action is subject to subsequent approval by the Board at its next meeting. A minimum of three (3) members of the Executive Committee shall constitute a quorum; the affirmative vote of at least three (3) members present at such a meeting shall constitute action by the Executive Committee. The Secretary shall be responsible for providing information to members of the Board of Directors regarding any action taken by the Executive Committee between meetings of the Board. Meetings of the Executive Committee may be conducted, and votes may be taken, with any or all members participating by means of a telephone conference call, provided that each member is given notice of the scheduled date and time of such conference call at least three (3) days prior thereto. Proxy voting is not allowed. The Executive Committee shall not have the authority to remove the Officers or Directors of the corporation, to terminate the services of agents such as legal counsel, auditors or professional management, to amend the bylaws or to dissolve the corporation.
- b. Education Committee. The Education Committee shall be responsible for scientific seminars and educational programs, research activities, exhibits, journal matters and other such functions as may be assigned by the President.
- c. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall consist of a minimum of three members, at least one of whom shall not be a Board member. The responsibility of the Committee is to formulate and oversee the implementation of the budget.
- d. Nominating Committee. The Nominating Committee shall be responsible for nominating candidates for election to the Board of Directors and Directors for election as Officers and for overseeing the conduct of the election. It shall be chaired by the Past President and shall consist of one (1) member of the Board who is not an officer and two (2) members who are not Board members.
- e. Bylaws Committee. The Bylaws Committee shall be responsible for maintaining these Bylaws and proposing changes when circumstances warrant. It shall be chaired by a Board member who is not an officer and consist of three (3) members one of whom is a Board member chaired by the Past President and shall consist of one (1) members of the Board who is not an officer and two (2) members who are not Board members.
- f. Membership Committee. The Membership Committee shall be responsible for recruitment, enhancement and retention of members. It shall be chaired by a board member who is not an officer.
- g. Marketing Committee. – The Marketing Committee shall be responsible for the Marketing programs and promotions to the Membership and industry regarding events and educational content.

- h. Diversity, Equity, and Inclusion Committee: - It is recommended that incoming Presidents have served on this committee.
2. Ad hoc Committees: With the exception of the Executive Committee and Standing Committees, the President, with the approval of the Board of Directors, shall appoint such committees as may be necessary for the proper conduct and management of the Board. Appointment and/or dismissal of committee Chairs shall be made by the President. Unless otherwise specified the Chairperson of the committee or subcommittee shall appoint its members and all members of each committee or subcommittee shall be Fellows of the College. With the exception of the Executive Committee, any member may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Board shall be served. A majority of members shall constitute a quorum for action at any meeting unless otherwise specified.
 - a. Article VII. Councils.

The Board of Directors may, from time to time, appoint councils representing various constituencies, including those based on clinical subspecialty. It shall be the purpose of such councils to act as resources regarding the needs and interests of those specific constituencies and to undertake programs and activities, subject to the control of the Board of Directors, to serve those constituencies.
3. Vacancies: Vacancies in the membership of any committee or subcommittee shall be filled in the same manner as the original appointments.
4. Meetings of Committees or Subcommittees: Each committee or subcommittee Chairperson shall determine the time and place of meetings and the notice required with consultation with Headquarters and the Executive Director.
5. Rules: Each committee or subcommittee may adopt procedural rules consistent with these Bylaws or with the Policy Manual.

Article IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS, BONDING

1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the College, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College and such authority may be general or confined to specific instances.
2. Corporate Seal: The corporate seal of the College shall be as depicted in the policy manual and will contain such elements as is required by law. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.
3. Depositories: All funds of the College shall be deposited to the credit of the College in such financial institutions as the Board of Directors may designate.
4. Checks, Drafts, Notes, Etc.: All checks, drafts or other orders for the payment and all notes or other evidences of indebtedness issued in the name of the College shall be signed by such officer or officers, or agent or agents of the College and in such manner as shall be determined by resolution of the Board of Directors.
5. Delivery of Notice: Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred electronically or otherwise, or presented in person or deposited in the United States mail addressed to the person or entity at the

address as it appears on the records of the College, in the manner specified in the Policy Manual.

Article X
Rules and Policies

The Board of Directors may establish rules and policies that are consistent with the Articles of Incorporation, with these Bylaws and with applicable law for the policies, procedures, and programs of the College. In the absence thereof, and in a manner not inconsistent therewith, the Board of Directors shall function in accordance with such parliamentary rules of procedure as it may choose to adopt.

Article XI
RECORDS

The College shall keep correct and complete records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees or subcommittees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. As specified in the Policy Manual, records of the College may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article XII
FISCAL YEAR

The fiscal year of the College shall be established by the Board of Directors.

Article XIII
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the College, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XIV
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The College shall indemnify each officer, director, employee or agent of the College, including every former director, officer, employee or agent, and any person who may have served at the request or by the election or appointment of the College as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or enterprise, against expenses actually and reasonable incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, or are threatened to be made parties or a party, by reason of being or having been a director(s), officer(s), employee(s), or agent(s) of the College or a director(s), officer(s), employee(s) or agent(s) of such other corporation, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the College and except in relation to matters as to which any such director, officer or former director or officer or persons shall be

adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duty to the College and to such matters as shall be settled by agreement predicated on the existence of such liability. As used in this Article XIV, the term “expenses” shall include attorney’s fees, court costs, judgments, fines and penalties, amount paid in settlement (unless paid to the College) and other expenses actually and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, director, employee or agent may be entitled, and this indemnification shall be in addition to and not in limitation of any other privilege or power of the College to indemnify its officers, directors, employees or agents.

The College may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the College would have the power to indemnify them against such liability under the provision of this Article or otherwise.

Article XV DISSOLUTION

The corporation may be dissolved upon a vote of the Board of Directors then in office at a meeting duly called for that purpose and a majority of the votes cast by a vote of the Members as provided by the Illinois General Not for Profit Corporation Act of 1986. Upon the dissolution of the Corporation, all of its assets, after all expenses and debts have been paid, shall be distributed to an organization, exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended, which, in the sole discretion of the Board of Directors, has as all or part of its purposes or is actively engaged in activities similar to the purposes of the College. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the state or county in which the principal office of the College is then located, to such organization or organizations as said court shall determine, which are exempt from federal income taxes under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as amended.

Upon the dissolution of the College, and after payment of all indebtedness of the College, any remaining funds, investments and other assets of the College shall be distributed to such organization or organizations which are then qualified as exempt from taxation under section 501 (c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future Internal Revenue Law of the United States), but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the College, as may be determined by vote of the then voting members of the College.

Article XVI AMENDMENTS

These bylaws may be amended, repealed, restated, or altered, in whole or in part, if supported by a majority vote of the Directors at any meeting and then ratification of the action of the Directors by a positive vote of two-thirds (2/3) of the members who attend a meeting at which a quorum is present or two-thirds (2/3) of all members by mail ballot as allowed by these bylaws.

Proposals to alter, amend or repeal these Bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at a special meeting called for that purpose, by the affirmative vote of a majority of the Directors present at the meeting, provided that the proposed changes have been submitted to the Directors at least thirty (30) days prior to the meeting. Ratification of proposed amendments becomes effective upon affirmative vote of eligible Fellows subject to the following:

- a) proposed changes shall be transmitted to each voting Fellow
- b) shall become effective upon approval by a two-thirds vote of those members returning ballots
- c) not less than fifteen percent (15%) of the members return ballots and
- d) the voting period remains open for not less than thirty (30) days

Article XVII

DIVERSITY, EQUITY, AND INCLUSION

The organization at all times:

- 1. Respects the diversity of all participants regardless of gender, gender identity and expressions, age, sexual orientation, disability, physical appearance, race, ethnicity, religion (or lack thereof).
- 2. Treats all participants with kindness and consideration, respecting the views and opinions of others (including those with whom you may not share) and critiquing ideas rather than individuals.
- 3. Refrain from demeaning, discriminating, bullying or otherwise harassing behaviors and speech directed toward other participants. Physical and/or verbal abuse of any participants will not be tolerated.
- 4. Comply with all rules and policies of the meeting/event venue.
- 5. Avoid use of sexual or discriminatory images and/or references in presentations, public spaces or online.
- 6. Maintain appropriate decorum by not being disruptive during meetings and other BOD-related events.

Article XVIII

LOGO





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Article XIX

PARLIAMENTARY AUTHORITY

The deliberations of the Board of Directors, committees and subcommittees shall be governed by the parliamentary rules and usages contained in the then current edition of “Roberts Rules of Order, Newly Revised” when not in conflict with the Bylaws of the College.

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